

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORKIN RE BAYER AG
SECURITIES LITIGATIONTHIS DOCUMENT RELATES TO:
ALL ACTIONS

USDC SDNY
 DOCUMENT
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03 CV 1546 (WHP)

**[REDACTED] ORDER APPROVING DISTRIBUTION OF
CLASS SETTLEMENT FUND**

WHEREAS, this class action having been settled, the Court having entered an Order with Respect to Notice and Settlement Hearing on June 20, 2008; and the Court having granted final approval to the settlement by Memorandum and Order dated December 15, 2008;

WHEREAS, the Settlement Fund, pursuant to the Court's direction, has been placed in the custody of the Court Registry Investment System (CRIS), maintained by the United States District Court for the Southern District of Texas;

WHEREAS, the Court having read and considered Lead Plaintiff's papers in support of its motion for approval of distribution of the Net Settlement Fund;

IT IS HEREBY ORDERED,

1. The administrative recommendation to accept 10,811 claims, as set forth in Exhibit E-1 to the Simmons Affidavit, is adopted. The administrative recommendation to accept 119 late but otherwise valid claims, as set forth in Exhibit E-2 to the Simmons Affidavit, is adopted. Lead Counsel is authorized to direct a distribution of the Net Settlement Funds to the Authorized Claimants set forth in the Simmons Affidavit. As set forth in the Plan of Allocation in the Notice of Pendency and Settlement of Class Action,

in the event that the total Recognized Loss of all Authorized Claimants exceeds the amount contained in the Net Settlement Fund, proceeds of the Net Settlement Fund will be allocated on a proportional basis (with prospective payments of less than \$5.00 eliminated from the computation).

2. The list of wholly ineligible or otherwise deficient claims not disputed, as set forth in Exhibit F, is adopted and those claims are rejected.

3. The administrative recommendation to reject the claim of Mark A. Brown is adopted, and that claim is rejected.

4. The Court directs that no Claim submitted after August 27, 2009 be accepted for any reason whatsoever.

5. The Court authorizes destruction of paper copies of Proof of Claim forms one year after distribution of the Net Settlement Fund, and authorizes destruction of the electronic copies of claim records three years after distribution of the Net Settlement Fund.

6. The Court bars any further claims against the Net Settlement Fund beyond the amount allocated to Authorized Claimants, and releases and discharges from any and all claims arising out of the claims administration, all persons involved in the review, verification, calculation, tabulation, or any other aspect of the processing of the Claims submitted herein, or otherwise involved in the administration of the Settlement Fund or the Net Settlement Fund, except in the event that wilful misconduct or fraud is demonstrated.

7. The Court authorizes the withdrawal of funds from the Settlement Fund currently in the custody of Court Registry Investment System (CRIS), maintained by the

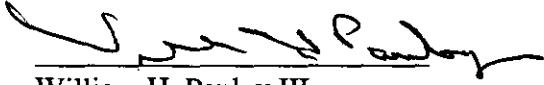
United States District Court for the Southern District of Texas, to be paid by two separate checks in separate amounts: (1) \$80,490.03 check payable to Analytics for payment of Analytics' unreimbursed fees and expenses, and (2) a check in the amount of \$15,265,539.21 plus any additional accrued interest, to be paid to the Bayer AG Securities Litigation Settlement Fund, for deposit into escrow in an account maintained by Analytics with M&I Bank, for distribution to Authorized Claimants.

8. The Court directs the amount of \$29,075.00 to remain in the CRIS account, representing the amount of expenses that Analytics expects to incur to complete the administration of the settlement. At such time as Analytics incurs such expenses, and Lead Plaintiff approves same, the Court will consider a subsequent application by Analytics for reimbursement of additional expenses.

Dated: New York, New York

February 9, 20¹⁰

SO ORDERED


William H. Pauley III
United States District Judge